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Attorneys for Debtors and  
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF WITHDRAWAL OF DESIGNATION OF  
CONTRACTS FOR ASSUMPTION AND ASSIGNMENT**

**PLEASE TAKE NOTICE** that pursuant to that certain Order Approving Procedures for Sale of the Debtors' Assets Pursuant to the Master Sale and Purchase Agreement with NGMCO, Inc. (n/k/a General Motors Company), a purchaser sponsored by the United States Department of the Treasury (the "**Purchaser**"), (ii) Scheduling a Bid Deadline and Sale Hearing Date, and (iii) Establishing Assumption and Assignment Procedures, and (iv) Fixing Notice Procedures and Approving the Form of Notice entered by the Court on June 2, 2009 (the "**Sale Procedures Order**"), the counterparties to the executory contracts listed on Schedule I attached hereto (the "**Noticed Executory Contracts**") received notice (the "**Designation Notices**") that such contracts were designated for assumption by the above-captioned debtors (the "**Debtors**") and assignment to the Purchaser;

**PLEASE TAKE FURTHER NOTICE** that pursuant to the Amended and Restated Master Sale & Purchase Agreement, filed June 26, 2009 [Docket No. 2649] (the "**MSPA**"), the Purchaser reserved the right to exclude from those contracts being assumed any Assumable Executory Contracts (as defined in the Sale Procedures Order), including the Noticed Executory Contracts, until the Executory Contract Designation Deadline (as defined in the Sale Procedures Order);

**PLEASE TAKE FURTHER NOTICE** that the Purchaser has notified the Debtors that it has exercised its right to exclude the Noticed Executory Contracts from the contracts to be assumed and assigned and the Debtors hereby withdraw the Designation Notices related thereto;

**PLEASE TAKE FURTHER NOTICE** that the Noticed Executory Contracts have been removed from the Contract Website (as defined in the Sale Procedures Order) maintained by the Debtors pursuant to the Sale Procedures Order;

**PLEASE TAKE FURTHER NOTICE** that the withdrawal of the Designation Notices with respect to the Noticed Executory Contracts does not constitute an assumption or rejection with respect thereto under section 365 of title 11 of the United States Code (the “**Bankruptcy Code**”) and the Debtors reserve their rights with respect thereto;

**PLEASE TAKE FURTHER NOTICE** that the withdrawal of the Designation Notices does not constitute a determination as to whether the Noticed Executory Contracts are executory in nature; and

**PLEASE TAKE FURTHER NOTICE** that this Notice should resolve any outstanding objections filed with the Court by the counterparties to the Noticed Executory Contracts and such objections should be withdrawn by such counterparties from the Court’s docket promptly.

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**Schedule I**

<b>Counterparty</b>	<b>Objection Docket No.</b>	<b>Vendor ID</b>
Oxbow Carbon and Minerals, LLC	929	145880655
Flextronics International Ltd.	1079	595240953
Findlay Industries, Inc.	2944	005053947
Lapeer Metal Stamping Co., Inc.	890	181097619
MCM Management Corp., Inc.	1832	013013136
Winkelmann Sp.z.o.o.	2936	313976557